

## AMENDMENT

Subject matter to be added is in bold and underlined.

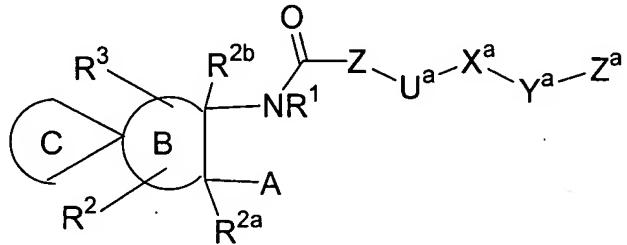
Subject matter to be deleted is in bold and with strikethrough.

**In the Claims:**

Please enter rewritten claims 1-4 and 6 as follows.

This listing of claims will replace all prior versions and listings of claims in the application.

Claim 1. (Currently amended) A compound of formula I:



or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from  $\text{CO}_2\text{H}$ ,  $\text{CH}_2\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{R}^6$ ,  $-\text{CONHOH}$ , and  $-\text{CONHOR}^5$ ,  
 $-\text{CONHOR}^6$ ;

ring B is a 5 membered non-aromatic carbocycle;

ring C forms a spiro ring on Ring B and is a 5 membered heterocycle comprising: carbon atoms, 0-1 carbonyl groups, 0-1 double bonds, and 1 ring heteroatoms selected from O, N,  $\text{NR}^2$ , and  $\text{S}(\text{O})_p$  and substituted with 0-6  $\text{R}^e$ ;

Z is phenyl substituted with 0-4  $\text{R}^b$ ;

U<sup>a</sup> is absent or is O;

X<sup>a</sup> is absent or is C<sub>1-3</sub> alkylene;

Y<sup>a</sup> is absent;

Z<sup>a</sup> is substituted with 0-5 R<sup>c</sup> and selected from the group: benzoimidazolyl, indolyl, benzothiazin-4-yl, 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2H-1-benzothiopyran-4-yl, 3,4-dihydro-2H-chromen-4-yl, 2H-chromen-4-yl, and benzofuranyl;

R<sup>1</sup> is selected from H, C<sub>1-4</sub> alkyl, phenyl, and benzyl;

R<sup>2</sup> is selected from Q, Cl, F, (C<sub>1-10</sub> alkylene substituted with 0-3 R<sup>b1</sup>)-Q, (C<sub>2-10</sub> alkenylene substituted with 0-3 R<sup>b1</sup>)-Q, (C<sub>2-10</sub> alkynylene substituted with 0-3 R<sup>b1</sup>)-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>O(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>NR<sup>a</sup>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>C(O)(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>C(O)O(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>C(O)O-C<sub>2-5</sub> alkenylene, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>C(O)O-C<sub>2-5</sub> alkynylene, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>OC(O)(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>C(O)NR<sup>a</sup>R<sup>a1</sup>, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>C(O)NR<sup>a</sup>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>NR<sup>a</sup>C(O)(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>OC(O)O(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>OC(O)NR<sup>a</sup>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>NR<sup>a</sup>C(O)O(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>NR<sup>a</sup>C(O)NR<sup>a</sup>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>S(O)<sub>p</sub>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>SO<sub>2</sub>NR<sup>a</sup>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>NR<sup>a</sup>SO<sub>2</sub>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, and (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>NR<sup>a</sup>SO<sub>2</sub>NR<sup>a</sup>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q;

R<sup>2a</sup> is selected from H, C<sub>1-6</sub> alkyl, OR<sup>a</sup>, NR<sup>a</sup>R<sup>a1</sup>, and S(O)<sub>p</sub>R<sup>a</sup>;

R<sup>2b</sup> is H or C<sub>1-6</sub> alkyl;

Q is selected from H, and a C<sub>3-13</sub> carbocycle substituted with 0-5 R<sup>d</sup>, ~~and a 5-14 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub> and substituted with 0-5 R<sup>d</sup>;~~

R<sup>3</sup> is selected from Q<sup>1</sup>, Cl, F, C<sub>1-6</sub> alkylene-Q<sup>1</sup>, C<sub>2-6</sub> alkenylene-Q<sup>1</sup>, C<sub>2-6</sub> alkynylene-Q<sup>1</sup>, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>O(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q<sup>1</sup>, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>NR<sup>a</sup>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q<sup>1</sup>, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>NR<sup>a</sup>C(O)(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q<sup>1</sup>, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>C(O)NR<sup>a</sup>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q<sup>1</sup>, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>C(O)(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q<sup>1</sup>, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>C(O)O(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q<sup>1</sup>, (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>S(O)<sub>p</sub>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q<sup>1</sup>, and (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>SO<sub>2</sub>NR<sup>a</sup>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q<sup>1</sup>;

Q<sup>1</sup> is selected from H, phenyl substituted with 0-3 R<sup>d</sup>, and naphthyl substituted with 0-3 R<sup>d</sup>, ~~and a 5-10 membered heteroaryl comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub> and substituted with 0-3 R<sup>d</sup>;~~

R<sup>a</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, phenyl and benzyl;

R<sup>a1</sup>, at each occurrence, is independently selected from H and C<sub>1-4</sub> alkyl;

R<sup>a2</sup>, at each occurrence, is independently selected from C<sub>1-4</sub> alkyl, phenyl and benzyl;

R<sup>b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, OR<sup>a</sup>, Cl, F, Br, I, =O, -CN, NO<sub>2</sub>, NR<sup>a</sup>R<sup>a1</sup>, C(O)R<sup>a</sup>, C(O)OR<sup>a</sup>, C(O)NR<sup>a</sup>R<sup>a1</sup>, R<sup>a</sup>NC(O)NR<sup>a</sup>R<sup>a1</sup>, OC(O)NR<sup>a</sup>R<sup>a1</sup>, R<sup>a</sup>NC(O)OR<sup>a</sup>, S(O)<sub>2</sub>NR<sup>a</sup>R<sup>a1</sup>, NR<sup>a</sup>S(O)<sub>2</sub>R<sup>a2</sup>, NR<sup>a</sup>S(O)<sub>2</sub>NR<sup>a</sup>R<sup>a1</sup>, OS(O)<sub>2</sub>NR<sup>a</sup>R<sup>a1</sup>, NR<sup>a</sup>S(O)<sub>2</sub>R<sup>a2</sup>, S(O)<sub>p</sub>R<sup>a2</sup>, CF<sub>3</sub>, and CF<sub>2</sub>CF<sub>3</sub>;

$R^{b1}$ , at each occurrence, is independently selected from  $OR^a$ , Cl, F, Br, I,  $=O$ ,  $-CN$ ,  $NO_2$ , and  $NR^aR^{a1}$ ;

$R^c$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $OR^a$ , Cl, F, Br, I,  $=O$ ,  $-CN$ ,  $NO_2$ ,  $NR^aR^{a1}$ ,  $C(O)R^a$ ,  $C(O)OR^a$ ,  $C(O)NR^aR^{a1}$ ,  $R^aNC(O)NR^aR^{a1}$ ,  $OC(O)NR^aR^{a1}$ ,  $R^aNC(O)OR^a$ ,  $S(O)_2NR^aR^{a1}$ ,  $NR^aS(O)_2R^{a2}$ ,  $NR^aS(O)_2NR^aR^{a1}$ ,  $OS(O)_2NR^aR^{a1}$ ,  $NR^aS(O)_2R^{a2}$ ,  $S(O)_pR^{a2}$ ,  $CF_3$ ,  $CF_2CF_3$ ,  $CH_2F$ ,  $CHF_2$ ,  $CF_2CH_3$ ,  $C(CH_3)_2F$ ;  $OCF_3$ , and  $C_{3-10}$  carbocycle substituted with 0-3  $R^{c1}$  ~~and a 5-14 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and  $S(O)_p$  and substituted with 0-3  $R^{c1}$~~ ;

$R^{c1}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $OR^a$ , Cl, F, Br, I,  $=O$ ,  $-CN$ ,  $NO_2$ ,  $NR^aR^{a1}$ ,  $C(O)R^a$ ,  $C(O)OR^a$ ,  $C(O)NR^aR^{a1}$ ,  $R^aNC(O)NR^aR^{a1}$ ,  $OC(O)NR^aR^{a1}$ ,  $R^aNC(O)OR^a$ ,  $S(O)_2NR^aR^{a1}$ ,  $NR^aS(O)_2R^{a2}$ ,  $NR^aS(O)_2NR^aR^{a1}$ ,  $OS(O)_2NR^aR^{a1}$ ,  $NR^aS(O)_2R^{a2}$ ,  $S(O)_pR^{a2}$ ,  $CF_3$ ,  $CF_2CF_3$ ,  $CH_2F$ , and  $CHF_2$ ;

$R^d$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $OR^a$ , Cl, F, Br, I,  $=O$ ,  $-CN$ ,  $NO_2$ ,  $NR^aR^{a1}$ ,  $C(O)R^a$ ,  $C(O)OR^a$ ,  $C(O)NR^aR^{a1}$ ,  $R^aNC(O)NR^aR^{a1}$ ,  $OC(O)NR^aR^{a1}$ ,  $R^aNC(O)OR^a$ ,  $S(O)_2NR^aR^{a1}$ ,  $NR^aS(O)_2R^{a2}$ ,  $NR^aS(O)_2NR^aR^{a1}$ ,  $OS(O)_2NR^aR^{a1}$ ,  $NR^aS(O)_2R^{a2}$ ,  $S(O)_pR^{a2}$ ,  $CF_3$ ,  $CF_2CF_3$ , and  $C_{3-10}$  carbocycle ~~and a 5-14 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and  $S(O)_p$~~ ;

$R^e$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $OR^a$ , Cl, F, Br, I,  $=O$ ,  $-CN$ ,  $NO_2$ ,  $NR^aR^{a1}$ ,  $C(O)R^a$ ,  $C(O)OR^a$ ,  $C(O)NR^aR^{a1}$ ,  $R^aNC(O)NR^aR^{a1}$ ,  $OC(O)NR^aR^{a1}$ ,  $R^aNC(O)OR^a$ ,  $S(O)_2NR^aR^{a1}$ ,  $NR^aS(O)_2R^{a2}$ ,  $NR^aS(O)_2NR^aR^{a1}$ ,

OS(O)<sub>2</sub>NR<sup>a</sup>R<sup>a1</sup>, NR<sup>a</sup>S(O)<sub>2</sub>R<sup>a2</sup>, S(O)<sub>p</sub>R<sup>a2</sup>, CF<sub>3</sub>, CF<sub>2</sub>CF<sub>3</sub>, C<sub>3-10</sub> carbocycle substituted with 0-2 R<sup>c1</sup>, and (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>-C<sub>3-10</sub> carbocycle substituted with 0-2 R<sup>c1</sup>, ~~a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub> and substituted with 0-2 R<sup>e1</sup>, and (CR<sup>a</sup>R<sup>a1</sup>)<sub>r1</sub>-5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub> and substituted with 0-2 R<sup>e1</sup>;~~

R<sup>5</sup>, at each occurrence, is selected from C<sub>1-10</sub> alkyl substituted with 0-2 R<sup>b</sup>, and C<sub>1-8</sub> alkyl substituted with 0-2 R<sup>f</sup>;

R<sup>f</sup>, at each occurrence, is selected from phenyl substituted with 0-2 R<sup>b</sup> and biphenyl substituted with 0-2 R<sup>b</sup>;

R<sup>6</sup>, at each occurrence, is selected from phenyl, naphthyl, C<sub>1-10</sub> alkyl-phenyl-C<sub>1-6</sub> alkyl-, C<sub>3-11</sub> cycloalkyl, C<sub>1-6</sub> alkylcarbonyloxy-C<sub>1-3</sub> alkyl-, C<sub>1-6</sub> alkoxy carbonyloxy-C<sub>1-3</sub> alkyl-, C<sub>2-10</sub> alkoxy carbonyl, C<sub>3-6</sub> cycloalkylcarbonyloxy-C<sub>1-3</sub> alkyl-, C<sub>3-6</sub> cycloalkoxy carbonyl, phenoxy carbonyl, phenoxy carbonyloxy-C<sub>1-3</sub> alkyl-, phenyl carbonyloxy-C<sub>1-3</sub> alkyl-, C<sub>1-6</sub> alkoxy-C<sub>1-6</sub> alkylcarbonyloxy-C<sub>1-3</sub> alkyl-, [5-(C<sub>1-C5</sub> alkyl)-1,3-dioxa-cyclopenten-2-one-yl]methyl, [5-(R<sup>a</sup>)-1,3-dioxa-cyclopenten-2-one-yl]methyl, (5-aryl-1,3-dioxa-cyclopenten-2-one-yl)methyl, -C<sub>1-10</sub> alkyl-NR<sup>7</sup>R<sup>7a</sup>, -CH(R<sup>8</sup>)OC(=O)R<sup>9</sup>, and -CH(R<sup>8</sup>)OC(=O)OR<sup>9</sup>;

R<sup>7</sup> is selected from H and C<sub>1-10</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl-, and phenyl-C<sub>1-6</sub> alkyl-;

$R^7a$  is selected from H and C<sub>1-10</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl-, and phenyl-C<sub>1-6</sub> alkyl-;

$R^8$  is selected from H and C<sub>1-4</sub> linear alkyl;

$R^9$  is selected from H, C<sub>1-8</sub> alkyl substituted with 1-2 R<sub>g</sub>, C<sub>3-8</sub> cycloalkyl substituted with 1-2 R<sub>g</sub>, and phenyl substituted with 0-2 R<sup>b</sup>;

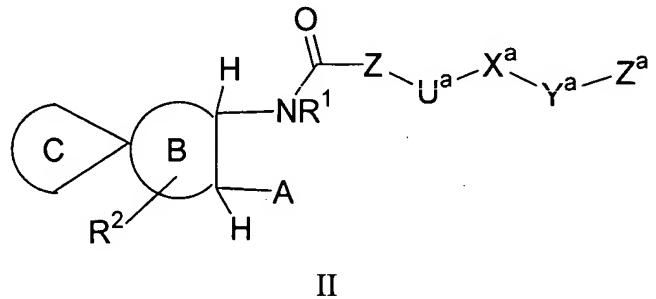
R<sub>g</sub>, at each occurrence, is selected from C<sub>1-4</sub> alkyl, C<sub>3-8</sub> cycloalkyl, C<sub>1-5</sub> alkoxy, and phenyl substituted with 0-2 R<sup>b</sup>;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4; and

r<sub>1</sub>, at each occurrence, is selected from 0, 1, 2, 3, and 4.

Claim 2. (Currently amended) A compound according to Claim 1, wherein the compound is of formula II:



or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

$Z$  is phenyl substituted with 0-3 R<sup>b</sup>;

$R^2$  is selected from Q,  $C_{1-6}$  alkylene-Q,  $C_{2-6}$  alkenylene-Q,  $C_{2-6}$  alkynylene-Q,

$(CR^aR^{a1})_{r1}O(CR^aR^{a1})_{r-Q}$ ,  $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_{r-Q}$ ,

$(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_{r-Q}$ ,  $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_{r-Q}$ ,

$(CR^aR^{a1})_{r1}C(O)NR^aR^{a1}$ ,  $(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_{r-Q}$ ,

$(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_{r-Q}$ , and  $(CR^aR^{a1})_{r1}SO_2NR^a(CR^aR^{a1})_{r-Q}$ ;

$Q$  is selected from H, and a  $C_{3-6}$  carbocycle substituted with 0-5  $R^d$ , ~~and a 5-10 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub> and substituted with 0-5  $R^d$~~ ;

$R^b$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $OR^a$ ,  $Cl$ ,  $F$ ,  $Br$ ,  $=O$ ,

$-CN$ ,  $NR^aR^{a1}$ ,  $C(O)R^a$ ,  $C(O)OR^a$ ,  $C(O)NR^aR^{a1}$ ,  $S(O)_2NR^aR^{a1}$ ,  $S(O)_pR^{a2}$ , and  $CF_3$ ;

$R^c$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $OR^a$ ,  $Cl$ ,  $F$ ,  $Br$ ,  $=O$ ,

$-CN$ ,  $NR^aR^{a1}$ ,  $C(O)R^a$ ,  $C(O)OR^a$ ,  $C(O)NR^aR^{a1}$ ,  $S(O)_2NR^aR^{a1}$ ,  $S(O)_pR^{a2}$ ,  $CF_3$ ,  $CH_2F$ ,  $CHF_2$ ,  $CF_2CH_3$ ,  $C(CH_3)_2F$ ,  $OCF_3$ , and  $C_{3-6}$  carbocycle substituted with 0-2  $R^{c1}$  ~~and a 5-6 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub> and substituted with 0-2  $R^{c1}$~~ ;

$R^{c1}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $OR^a$ ,  $Cl$ ,  $F$ ,  $Br$ ,  $I$ ,  $=O$ ,

$-CN$ ,  $NO_2$ ,  $NR^aR^{a1}$ ,  $C(O)R^a$ ,  $C(O)OR^a$ ,  $C(O)NR^aR^{a1}$ ,  $R^aNC(O)NR^aR^{a1}$ ,

$OC(O)NR^aR^{a1}$ ,  $R^aNC(O)OR^a$ ,  $S(O)_2NR^aR^{a1}$ ,  $NR^aS(O)_2R^{a2}$ ,  $NR^aS(O)_2NR^aR^{a1}$ ,

$OS(O)_2NR^aR^{a1}$ ,  $NR^aS(O)_2R^{a2}$ ,  $S(O)_pR^{a2}$ ,  $CF_3$ ,  $CF_2CF_3$ ,  $CH_2F$ , and  $CHF_2$ ;

$R^d$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $OR^a$ ,  $Cl$ ,  $F$ ,  $Br$ ,  $=O$ ,  $-CN$ ,  $NR^aR^{a1}$ ,  $C(O)R^a$ ,  $C(O)OR^a$ ,  $C(O)NR^aR^{a1}$ ,  $S(O)_2NR^aR^{a1}$ ,  $S(O)_pR^{a2}$ ,  $CF_3$ , and  $C_{3-6}$  carbocycle and a 5-6 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and  $S(O)_p$ ;

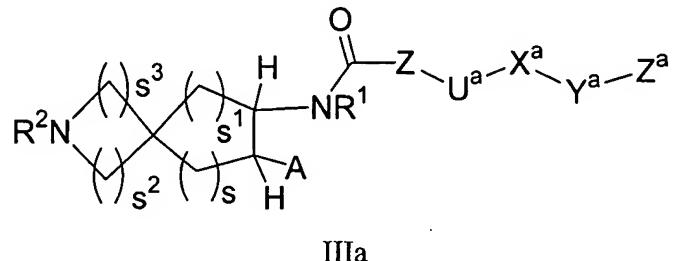
$R^7$  is selected from H and  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{3-6}$  cycloalkyl- $C_{1-3}$  alkyl-, and phenyl- $C_{1-6}$  alkyl-;

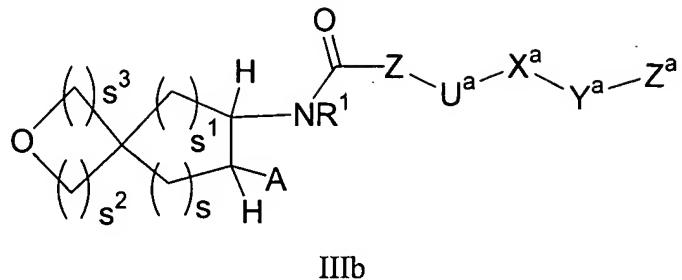
$R^{7a}$  is selected from H and  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{3-6}$  cycloalkyl- $C_{1-3}$  alkyl-, and phenyl- $C_{1-6}$  alkyl-;

$R^9$  is selected from H,  $C_{1-6}$  alkyl substituted with 1-2  $R^g$ ,  $C_{3-6}$  cycloalkyl substituted with 1-2  $R^g$ , and phenyl substituted with 0-2  $R^b$ ; and

$R^g$ , at each occurrence, is selected from  $C_{1-4}$  alkyl,  $C_{3-6}$  cycloalkyl,  $C_{1-5}$  alkoxy, and phenyl substituted with 0-2  $R^b$ .

Claim 3. (Currently amended) A compound according to Claim 2, wherein the compound is of formula IIIa or IIIb:





or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from  $-\text{CO}_2\text{H}$ ,  $\text{CH}_2\text{CO}_2\text{H}$ ,  $-\text{CONHOH}$ ,  $-\text{CONHOR}^5$ ,  $-\text{N}(\text{OH})\text{CHO}$ , and  $-\text{N}(\text{OH})\text{COR}^5$ ;

$\text{R}^2$  is selected from Q,  $\text{C}_{1-6}$  alkylene-Q,  $\text{C}_{2-6}$  alkenylene-Q,  $\text{C}_{2-6}$  alkynylene-Q,  $(\text{CR}^a\text{R}^{a1})_{r1}\text{C}(\text{O})(\text{CR}^a\text{R}^{a1})_{r2}\text{Q}$ ,  $(\text{CR}^a\text{R}^{a1})_{r1}\text{C}(\text{O})\text{O}(\text{CR}^a\text{R}^{a1})_{r2}\text{Q}$ ,  $(\text{CR}^a\text{R}^{a2})_{r1}\text{C}(\text{O})\text{NR}^a\text{R}^{a1}$ ,  $(\text{CR}^a\text{R}^{a2})_{r1}\text{C}(\text{O})\text{NR}^a(\text{CR}^a\text{R}^{a1})_{r2}\text{Q}$ , and  $(\text{CR}^a\text{R}^{a1})_{r1}\text{S}(\text{O})_p(\text{CR}^a\text{R}^{a1})_{r2}\text{Q}$ ;

Q is selected from H, and a  $\text{C}_{3-6}$  carbocycle substituted with 0-3  $\text{R}^d$  and a 5-10 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub> and substituted with 0-3  $\text{R}^d$ ;

$\text{R}^b$ , at each occurrence, is independently selected from  $\text{C}_{1-4}$  alkyl,  $\text{OR}^a$ ,  $\text{Cl}$ ,  $\text{F}$ ,  $=\text{O}$ ,  $\text{NR}^a\text{R}^{a1}$ ,  $\text{C}(\text{O})\text{R}^a$ ,  $\text{C}(\text{O})\text{OR}^a$ ,  $\text{C}(\text{O})\text{NR}^a\text{R}^{a1}$ ,  $\text{S}(\text{O})_2\text{NR}^a\text{R}^{a1}$ ,  $\text{S}(\text{O})_p\text{R}^{a2}$ , and  $\text{CF}_3$ ;

$\text{R}^c$ , at each occurrence, is independently selected from  $\text{C}_{1-6}$  alkyl,  $\text{OR}^a$ ,  $\text{Cl}$ ,  $\text{F}$ ,  $\text{Br}$ ,  $=\text{O}$ ,  $\text{NR}^a\text{R}^{a1}$ ,  $\text{C}(\text{O})\text{R}^a$ ,  $\text{C}(\text{O})\text{NR}^a\text{R}^{a1}$ ,  $\text{S}(\text{O})_2\text{NR}^a\text{R}^{a1}$ ,  $\text{S}(\text{O})_p\text{R}^{a2}$ ,  $\text{CF}_3$ ,  $\text{CH}_2\text{F}$ ,  $\text{CHF}_2$ ,  $\text{CF}_2\text{CH}_3$ ,  $\text{C}(\text{CH}_3)_2\text{F}$ , cyclopropyl, 1-methylcyclopropyl, and cyclobutyl;

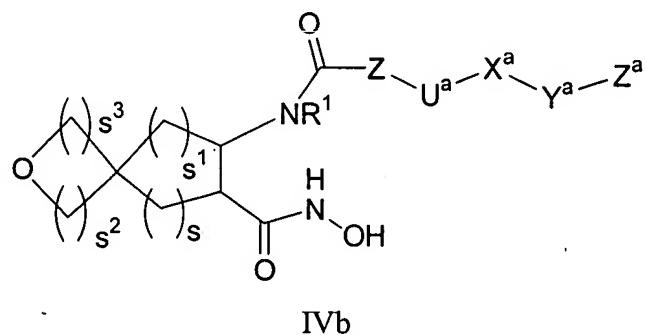
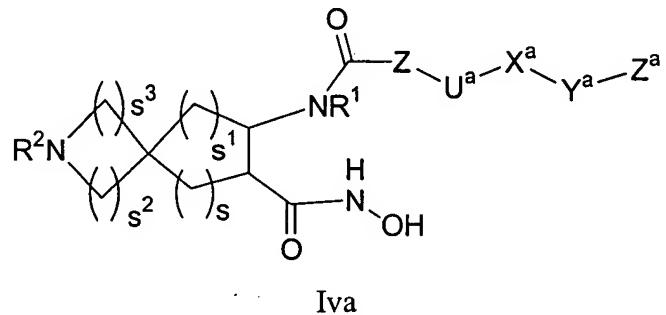
$R^d$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $OR^a$ ,  $Cl$ ,  $F$ ,  $Br$ ,  $=O$ ,  $NR^aR^{a1}$ ,  $C(O)R^a$ ,  $C(O)NR^aR^{a1}$ ,  $S(O)_2NR^aR^{a1}$ ,  $S(O)_pR^{a2}$ ,  $CF_3$ , and phenyl;

$R^5$ , at each occurrence, is selected from  $C_{1-4}$  alkyl substituted with 0-2  $R^b$ , and  $C_{1-4}$  alkyl substituted with 0-2  $R^f$ ;

$s$  and  $s^1$  combine to total 2; and

$s^2$  and  $s^3$  combine to total 3.

Claim 4. (Currently amended) A compound according to Claim 3, wherein the compound is of formula IVa or IVb:



or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

X<sup>a</sup> is absent or is CH<sub>2</sub> or CH<sub>2</sub>CH<sub>2</sub>;

Z<sup>a</sup> is substituted with 0-3 R<sup>c</sup> and selected from the group: benzimidazolyl, indolyl, 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2H-1-benzothiopyran-4-yl, 3,4-dihydro-2H-chromen-4-yl, and 2H-chromen-4-yl;

R<sup>1</sup> is selected from H, CH<sub>3</sub>, and CH<sub>2</sub>CH<sub>3</sub>;

R<sup>2</sup> is selected from Q, C<sub>1-6</sub> alkylene-Q, C<sub>2-6</sub> alkynylene-Q, C(O)(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, C(O)O(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, C(O)NR<sup>a</sup>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q, and S(O)<sub>p</sub>(CR<sup>a</sup>R<sup>a1</sup>)<sub>r</sub>-Q;

Q is selected from H, cyclopropyl substituted with 0-1 R<sup>d</sup>, cyclobutyl substituted with 0-1 R<sup>d</sup>, cyclopentyl substituted with 0-1 R<sup>d</sup>, cyclohexyl substituted with 0-1 R<sup>d</sup>, and phenyl substituted with 0-2 R<sup>d</sup> ~~and a heteroaryl substituted with 0-3 R<sup>d</sup>,~~ ~~wherein the heteroaryl is selected from pyridyl, quinolinyl, thiazolyl, furanyl, imidazolyl, and isoxazolyl;~~

R<sup>a</sup>, at each occurrence, is independently selected from H, CH<sub>3</sub>, and CH<sub>2</sub>CH<sub>3</sub>;

R<sup>a1</sup>, at each occurrence, is independently selected from H, CH<sub>3</sub>, and CH<sub>2</sub>CH<sub>3</sub>;

R<sup>a2</sup>, at each occurrence, is independently selected from H, CH<sub>3</sub>, and CH<sub>2</sub>CH<sub>3</sub>;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, and 3;

r1, at each occurrence, is selected from 0, 1, 2, and 3;

s and s<sup>1</sup> combine to total 2; and

s<sup>2</sup> and s<sup>3</sup> combine to total 3.

Claim 5. (Canceled)

Claim 6. (Currently amended) A compound according to Claim 4, wherein the compound is of formula IVa or IVb, wherein;

Z is phenyl;

Z<sup>a</sup> is  $\alpha$ -substituted with 0-2 R<sup>c</sup> and selected from the group: 1*H*-benzimidazol-1-yl, 1*H*-indol-1-yl, 1*H*-indol-3-yl, and 1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl;

R<sup>1</sup> is H;

R<sup>c</sup>, at each occurrence, is independently selected from methyl, ethyl, propyl, isopropyl, butyl, t-butyl, CF<sub>3</sub>, CHF<sub>2</sub>, CH<sub>2</sub>F, CF<sub>2</sub>CH<sub>3</sub>, C(CH<sub>3</sub>)<sub>2</sub>F, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, cyclopropyl, 1-methylcyclopropyl, and cyclobutyl.

Claim 7. (Previously presented) A compound according to Claim 1, wherein the compound is selected from the group:

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-( $\{4-[(2\text{-methyl-}1*H*\text{-benzimidazol-}1\text{-yl)methyl]benzoyl\}\text{amino}\}$ -1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-( $\{4-[(2\text{-isopropyl-}1*H*\text{-benzimidazol-}1\text{-yl)methyl]benzoyl\}\text{amino}\}$ -1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-[ $(4-[(2\text{-trifluoromethyl-}1*H*\text{-benzimidazol-}1\text{-yl)methyl}]\text{benzoyl}\text{amino}\}$ -1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-( $\{4-[(2\text{-}tert\text{-butyl-}1*H*\text{-benzimidazol-}1\text{-yl)methyl]benzoyl\}\text{amino}\}$ -*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-( $\{4-[(2\text{-methyl-}1*H*\text{-indol-}3\text{-yl)methyl]benzoyl\}\text{amino}\}$ -1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-[ $(4-[(2\text{-difluoromethyl-}1*H*\text{-benzimidazol-}1\text{-yl)methyl}]\text{benzoyl}\text{amino}\}$ -*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-( $\{4-[(2\text{-cyclopropyl-}1*H*\text{-benzimidazol-}1\text{-yl)methyl]benzoyl\}\text{amino}\}$ -*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-( $\{4-[(2\text{-cyclobutyl-}1*H*\text{-benzimidazol-}1\text{-yl)methyl]benzoyl\}\text{amino}\}$ -*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-( $\{4-[(2\text{-methyl-}1*H*\text{-indol-}1\text{-yl)methyl]benzoyl\}\text{amino}\}$ -1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-[ $(4-[(2\text{-}1\text{-methylcyclopropyl-}1*H*\text{-benzimidazol-}1\text{-yl)methyl}]\text{benzoyl}\text{amino}\}$ -1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-[(4-{{2-(fluoromethyl)-1*H*-benzimidazol-1-yl}methyl}benzoyl)amino]-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-[(4-{{2-(1-fluoro-1-methylethyl)-1*H*-benzimidazol-1-yl}methyl}benzoyl)amino]-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-{{4-(1*H*-indol-3-ylmethyl)benzoyl}amino}-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-[(4-{{2-(1,1-difluoroethyl)-1*H*-benzimidazol-1-yl}methyl}benzoyl)amino]-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2,3-dimethyl-1*H*-indol-1-yl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2-ethyl-1*H*-indol-3-yl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-[(4-{{2-(trifluoromethyl)-1*H*-indol-1-yl}methyl}benzoyl)amino]-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-{{4-(1,1-dioxido-3,4-dihydro-2*H*-1-benzothiopyran-4-yl)benzoyl}amino}-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-{{4-(3,4-dihydro-2*H*-chromen-4-yl)benzoyl}amino}-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-{{4-(2*H*-chromen-4-yl)benzoyl}amino}-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

*N*-{(5*R*,7*R*,8*S*)-8-[(hydroxyamino)carbonyl]-1-oxaspiro[4.4]non-7-yl}-2-[(2-isopropyl-1*H*-benzimidazol-1-yl)methyl]-1,3-thiazole-4-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2,2-dimethyl-1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

or a pharmaceutically acceptable salt form thereof.

Claim 8. (Original) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

Claim 9. (Original) A method of treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

Claims 10-11. (Canceled)

Claim 12. (Withdrawn) A method of treating a disease or condition by administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof, wherein the disease or condition is selected from Crohn's disease, psoriasis, psoriatic arthritis, rheumatoid arthritis, and spondylitis.

Claim 13. (Previously presented) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 2 or a pharmaceutically acceptable salt form thereof.

Claim 14. (Previously presented) A method of treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 2 or a pharmaceutically acceptable salt form thereof.

Claim 15. (Previously presented) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 3 or a pharmaceutically acceptable salt form thereof.

Claim 16. (Currently amended) A method of treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 4-3 or a pharmaceutically acceptable salt form thereof.

Claim 17. (Previously presented) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 4 or a pharmaceutically acceptable salt form thereof.

Claim 18. (Previously presented) A method of treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 4 or a pharmaceutically acceptable salt form thereof.

Claim 19. (Previously presented) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 6 or a pharmaceutically acceptable salt form thereof.

Claim 20. (Previously presented) A method of treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 6 or a pharmaceutically acceptable salt form thereof.

Claim 21. (Previously presented) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 7 or a pharmaceutically acceptable salt form thereof.

Claim 22. (Previously presented) A method of treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 7 or a pharmaceutically acceptable salt form thereof.